

MRD 12.4.00

10-23-2001

To the Honorable Commissioner of Patents and Trademarks



all documents or copy thereof.

1. Name of conveying party(ies):
RestaurantPro.Com, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporate - State: **California**

101875297

conveying party(ies):

Name: **CriticalArt Technologies, Inc.**

Internal Address:
Street Address: **100 Finc Street, 32nd Floor**
City: **San Francisco**

Additional name(s) of conveying party(ies) attached? Yes No

State: **California** Zip: **94111**

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **November 15, 2000**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporate - State: **California**
 Other

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s): **1**

A. Trademark Application No.: **75882418**

75-882418

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Margaret M. Powers, Esq.**

Internal Address: **GRAY CARY WARE & FREIDENRICH**
400 Hamilton Avenue
Palo Alto, CA 94301-1823

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41) \$ **90.00**

Enclosed
 Authorized to be charged to deposit account

40E

8. Deposit account number: **07-1907**. Please debit any underpayment or credit any overpayment to the above deposit account.

GRAY CARY WARE & FREIDENRICH

(Attach duplicate of this page if paying by deposit account)

DO NOT

USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Margaret M. Powers, Esq.
Name of Person Signing

Margaret Powers
Signature

11/30/00

Date

Total number of pages comprising cover sheet: **(1)**

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

NOV 15 2000

BILL JONES, Secretary of State

Christopher R. Hemmeter and Barry L. Pyle, certify that:

1. We are the duly elected President and Secretary, respectively, of Restaurantpro.com, Inc., a California corporation (the "Corporation").

2. That Article 1 of the Amended and Restated Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE 1. NAME

The name of the Corporation is CriticalArc Technologies, Inc. (the "Corporation")."

3. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the Corporation is 13,623,200 shares of Common Stock, 2,000,000 shares of Series A Preferred Stock, 14,400,000 shares of Series B Preferred Stock and 19,208,870 shares of Series C Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the Common Stock and Preferred Stock (as converted) voting together.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at San Francisco, California on November 15, 2000.



[Signature]

Christopher R. Hemmeter, President

[Signature]

Barry L. Pyle, Secretary



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 16 2000



Bill Jones

Secretary of State